

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**DARRYL A. GOLDSTEIN and  
CHRISTOPHER L. O'DONNELL,**

**Defendants.**

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**Civil Action No.**

**07 CV 11275 (JGK/JCF)**

**STIPULATION OF VOLUNTARY DISMISSAL**

WHEREAS, the United States Securities and Exchange Commission ("Commission") has notified Defendants Darryl A. Goldstein and Christopher L. O'Donnell ("Defendants"), through their counsel, that the Commission intends to conduct additional investigation into the allegations made in the Complaint filed December 14, 2007 and the defenses subsequently asserted by the Defendants.

**I**

IT IS HEREBY STIPULATED AND AGREED between the Commission and the Defendants, pursuant to Federal Rule of Civil Procedure 41(a)(1)(ii), that this action be dismissed without prejudice.

**II.**

IT IS HEREBY FURTHER STIPULATED AND AGREED that the Defendants hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her

official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by the Defendants to defend against this action. For these purposes, the Defendants agree that they are not the prevailing party in this action.

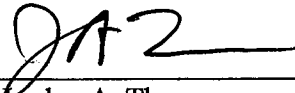
### III.

IT IS HEREBY FURTHER STIPULATED AND AGREED that the running of any statute of limitations applicable to any action or proceeding against the Defendants authorized, instituted, or brought by or on behalf of the Commission, including any sanctions or relief that may be imposed therein ("any proceeding"), is tolled and suspended for the period beginning on December 14, 2007 through December 26, 2008 ("tolling period"). The Defendants and any of their agents shall not include the tolling period in the calculation of the running of any statute of limitations or for any other time-related defense applicable to any proceeding in asserting or relying upon any such time-related defense. This agreement shall not be construed as an admission by the Commission relating to the applicability of any statute of limitations to any proceeding or to the length of any limitations period that may apply, or to the applicability of any other time-related defense. Nothing in this agreement shall affect any applicable statute of limitations defense or any other time-related defense that may be available to the Defendants before the commencement of the tolling period or be construed to revive any proceeding that may be barred by any applicable statute of limitations or any other time-related defense before the commencement of the tolling period. The running of any statute of limitations applicable to any proceeding shall commence again after the end of the tolling period, unless there is an extension of the tolling period executed in writing by and on behalf of the parties hereto.

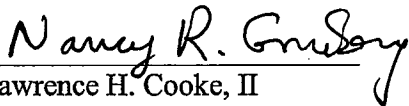
IV.

IT IS HEREBY FURTHER STIPULATED AND AGREED that, being no reason for delay, the Clerk is respectfully requested to dismiss this matter without further notice.

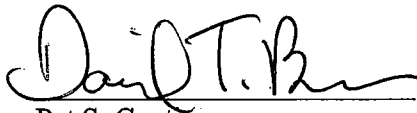
SECURITIES AND EXCHANGE COMMISSION  
DIVISION OF ENFORCEMENT

By:  Date: May 23, 2008  
Jordan A. Thomas

COUNSEL FOR DEFENDANT DARRYL A. GOLDSTEIN

By:  Date: May 23, 2008  
Lawrence H. Cooke, II  
Nancy R. Grunberg  
Treasure R. Johnson  
VENABLE LLP

COUNSEL FOR DEFENDANT CHRISTOPHER L. O'DONNELL

By:  Date: May 23, 2008  
Pat S. Conti  
Stephen J. Crimmins  
Daniel T. Brown  
MAYER BROWN LLP